

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
(Richmond Division)**

In Re:)	
)	Chapter 11
CIRCUIT CITY STORES, INC., <u>et al.</u>,)	Case No. 08-035653-KRH
)	(Jointly Administered)
Debtors.)	

ORDER

This matter having come before the Court upon the *Motion and Supporting Memorandum of Baker Natick Promenade LLC, BPP-Conn LLC, BPP-Redding LLC, BPP-VA LLC, BPP-NY LLC, BPP-OH LLC, and BPP-SC LLC for an Order Compelling Debtor to Immediately Pay Administrative Rent Pursuant to 11 U.S.C. §§ 365(d)(3) and 503(b) and Granting Related Relief* (the “*Motion*”) filed in the bankruptcy case of the above-captioned Debtors and Debtors in Possession, including specifically, Circuit City Stores, Inc. (the “Debtors”), the Court finds that (i) it has jurisdiction over the matters raised in the *Motion* pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) notice of the *Motion* and the opportunity for a hearing thereon on December 22, 2008, at 1:00 P.M. has been given and no other or further notice is necessary; and (iv) good and sufficient cause exists for the granting of the relief requested in the *Motion* after having given due deliberation upon the *Motion* and the arguments presented at any hearing had thereupon. Therefore,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The *Motion* is **GRANTED**;
2. Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the *Motion*;

EXHIBIT H

3. The Debtors are authorized and directed to pay within two (2) business days of the entry of this Order, the November and December Administrative Rents to the Landlords in the total aggregate amount of **\$605,853.69**;¹

4. The Debtors shall, within two (2) business days of their receipt of a written request from the Landlords therefore, reimburse the Landlords for all of their reasonable and actual attorneys' fees and costs incurred in preparing and prosecuting the *Motion*;

5. The Debtors shall make all future monthly payments of administrative rent and related charges to the Landlords in full on or before the first day of the month for which such administrative rent and related charges become due under the Leases, and shall pay the real estate taxes, all as required by the Leases;

6. This Court retains jurisdiction to enforce and implement the terms and provisions of this Order and to resolve any and all disputes related thereto; and

7. The Clerk is requested to send copies of this Order, after entry, to all parties and counsel as set forth herein.

ENTERED ON THE DOCKET:

_____/2008

The Honorable Kevin R. Huennekens
United States Bankruptcy Judge
Eastern District of Virginia
Richmond Division

¹ November Administrative Rent Due = \$242,331.70 and December Administrative Rent Due = \$363,521.99.

I ASK FOR THIS:

/s/ Lisa Taylor Hudson

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Partnership; BPP-Redding LLC; BPP-VA LLC; BPP-NY LLC; BPP-OH LLC; and BPP-SC LLC*

PROOF OF SERVICE PURSUANT TO LOCAL RULE 9022-1(C)(2)

I hereby certify that the foregoing proposed Order has been served upon all necessary parties electronically through the Electronic Case Filing ("ECF") System and by United States Mail, first class, postage prepaid on this 12th day of December, 2008.

/s/ Lisa Taylor Hudson